

LATHAM & WATKINS LLP

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December 4, 2003

BY HAND

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20054

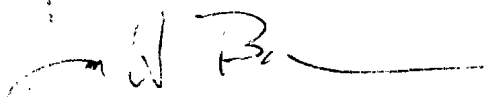
Re: Consolidated Application of General Motors Corporation, Hughes Electronics Corporation, and The News Corporation Limited for Authority to Transfer Control (MB Docket No. 03-124); EX PARTE

Dear Ms. Dortch:

This is to advise you that the attached information was provided today to Ms. Johanna Mikes, legal advisor to Commissioner Adelstein on media issues, in connection with the Commission's consideration of the above-referenced application.

Please do not hesitate to contact the undersigned should you have any questions.

Respectfully submitted,



Gary M. Epstein
James H. Barker
of LATHAM & WATKINS LLP

*Counsel for General Motors Corporation and
Hughes Electronics Corporation*

cc: Ms. Johanna Mikes, FCC

Attachment

No. of Copies rec'd 41
List ABCDE

Barker, Jim (DC)

From: Epstein, Gary (DC)
Sent: Thursday, December 04, 2003 2:04
To: 'jmikes@fcc.gov'
Subject: XM Radio

Dear Ms. Mikes:

Below is the information you requested re GM's and Hughes' interest in XM Radio ("XMSR").

GM has the following interests in XMSR which will stay with GM after the transaction:

160,000 shares of Class A Common Stock with full voting rights;
5,393,252 shares of Series A Convertible Preferred Stock with no voting rights;
Warrants to purchase 10,000,000 shares of Class A Common Stock (exercise price of \$3.18 -- XMSR currently trading at around \$25); and \$89 million principal amount of Series GM Senior Convertible Notes due 2009.

Hughes has the following interests in XMSR which will stay with Hughes after the transaction:

7,268,184 shares of Class A Common Stock with full voting rights;
5,393,252 shares of Series A Convertible Preferred Stock with no voting rights;
20,000 shares of Series C Convertible Redeemable Preferred Stock which votes as a class on all matters that the Class A Common Stock holders vote; and
\$13.3 million at maturity 10% Senior Secured Discount Convertible Notes due 2009.

Based on voting rights, Hughes has approximately 7% of the voting shares.

Gary M. Epstein

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